

1 GROOM LAW GROUP, CHARTERED

2 David N. Levine, *pro hac vice*

3 dnl@groom.com

4 Katherine B. Kohn, *pro hac vice*

5 kkohn@groom.com

6 1701 Pennsylvania Ave. NW

7 Washington, D.C. 20006

8 Tel: (202) 857-0620

9 Fax: (202) 659-4503

10 *Special Counsel for Debtors*  
11 *and Debtors in Possession*

12 **UNITED STATES BANKRUPTCY COURT**  
13 **NORTHERN DISTRICT OF CALIFORNIA**  
14 **SAN FRANCISCO DIVISION**

15 **In re:**

Bankruptcy Case No. 19-30088 (DM)

16 **PG&E CORPORATION,**

Chapter 11

17 **- and -**

(Lead Case)

18 **PACIFIC GAS AND ELECTRIC**  
19 **COMPANY,**

(Jointly Administered)

20 **Debtors.**

21 ☐ Affects PG&E Corporation

EIGHTH MONTHLY FEE STATEMENT  
AND FINAL APPLICATION OF GROOM  
LAW GROUP, CHARTERED FOR  
ALLOWANCE AND PAYMENT OF  
COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
(1) THE PERIOD OF JUNE 1, 2020  
THROUGH JULY 1, 2020, AND (2) THE  
FINAL PERIOD OF JANUARY 29, 2019,  
THROUGH JULY 1, 2020

22 ☐ Affects Pacific Gas and Electric Company

23 ☒ Affects both Debtors

24 *\* All papers shall be filed in the Lead Case*  
25 *No. 19-30088 (DM).*

**Objection Deadline:** September 22, 2020 at  
4:00 p.m. (Pacific Time)

To: The Notice Parties	
Name of Applicant	Groom Law Group, Chartered
Authorized to Provide Professional Services to:	<u>Debtors</u>
Date of Retention:	<u>June 10, 2019 <i>nunc pro tunc</i> to January 29, 2019</u>
Prior Interim Applications:	Dkt. No. 6283, filed March 13, 2020
<b><u>Eighth Consolidated Monthly Period</u></b>	
Period for which compensation reimbursement is sought:	<u>June 1, 2020 through July 1, 2020</u>
Amount of compensation sought as actual, reasonable, and necessary	<u>\$50,247.28 (80% of \$62,809.10)</u>
Amount of expense reimbursement sought as actual, reasonable, and necessary	<u>\$0</u>
<b><u>Final Period</u></b>	
Period for which Compensation and Reimbursement Are Sought:	January 29, 2019 through July 1, 2020
Amount of Compensation Sought as Actual, Reasonable, and Necessary:	<u>\$1,311,040.80</u>
Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:	<u>\$783.46</u>
Total Compensation and Expenses Requested for the Final Period:	<u>\$1,311,824.26</u>
<b><u>Total Fees and Expenses Allowed Pursuant to Prior Applications</u></b>	
Total Allowed Compensation and Expenses:	\$805,717.86 <sup>1</sup>
Total Allowed Compensation Paid to Date:	<u>\$702,359.68</u>

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<sup>1</sup> This total includes \$42,000 reduction agreed to with Fee Examiner.

1 Total Allowed Expenses Paid to Date: \$783.46  
2 Total Allowed Compensation and Expenses: \$703,143.14  
3 Paid to Date

4 **Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements, but not yet**  
5 **Allowed**

6 Compensation Sought in this Application \$58,876.40  
7 Already Paid Pursuant to the Interim  
8 Compensation Order but Not Yet Allowed  
9 (*i.e.*, 80% of Fees in January 1, 2020, through  
July 1, 2020 Monthly Fee Statements):

10 Expenses Sought in this Application Already --  
11 Paid Pursuant to the Interim Compensation  
12 Order but Not Yet Allowed (100% of Expenses)

13 **Total Fees and Expenses Sought in this Application**

14 Total Compensation and Expenses Sought in \$1,311,824.26  
15 this Application:

16 Total Compensation and Expenses Sought in \$466,358.20  
17 this Application Not Yet Allowed:

18 Total Compensation and Expenses Sought in \$58,876.40this Application Already Paid  
19 Pursuant to the  
20 Interim Compensation Order but Not Yet Allowed:

21 Total Compensation and Expenses Sought in \$510,839.08  
22 this Application Not Yet Paid:

23 The Groom Law Group, Chartered (“**Groom**” or “**Applicant**”), special employee  
24 benefits counsel to PG&E Corporation and Pacific Gas and Electric Company (“**Debtors**”),  
25 hereby submits its Eighth Monthly Fee Statement<sup>2</sup> and Final Fee Application (together, the “**Fee**”  
26

27 \_\_\_\_\_  
28 <sup>2</sup> Groom filed its First Consolidated Monthly Fee Statement covering the period from January 29, 2019, to July 31, 2019, on September 27, 2019 [Dkt. No. 4031]. Groom filed a Certificate of No Objection with respect to the Consolidated Monthly Fee Statement on October 21, 2019 [Dkt. No. 4350]. Groom filed its First Monthly Fee Statement covering August 2019 on December 2, 2019 [Dkt. No. 4936]. Groom filed a Certificate of No Objection

1 **Application**”) for allowance and payment of compensation for professional services rendered  
2 and for reimbursement of actual and necessary expenses incurred (1) for the period commencing  
3 June 1, 2020, through July 1, 2020 (the “**Monthly Fee Period**”), and (2) the Final Fee Period  
4 from January 29, 2019 through July 1, 2020 (“**Final Fee Period**”, and together with the Monthly  
5 Fee Period, the “**Application Period**”). The Fee Application is made pursuant to *the Order*  
6 *Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bank. P. 2016 for Authority to Establish*  
7 *Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated*  
8 *February 27, 2019 [Dkt. 701] (the “**Interim Compensation Procedures Order**”) and the Order*  
9 *Appointing Fee Examiner And Establishing Procedures For Consideration Of Requested Fee*  
10 *Compensation And Reimbursement Of Expenses [Dkt. 2267], and the Order Confirming*  
11 *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated June 19,*  
12 *2020 [Dkt. 8053].*

13 By this Fee Application, Groom requests (1) allowance and payment of \$50,247.28 (80%  
14 of \$62,809.10) as compensation for professional services rendered to the Debtors during the  
15 Monthly Fee Period, and (2) allowance and payment of \$466,358.20, representing 100% of  
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23 with respect to the First Monthly Fee Statement on December 23, 2019 [Dkt. No. 5195]. Groom filed its Second  
24 Consolidated Monthly Fee Statement covering September and October 2019 on December 8, 2019 [Dkt. No. 5022].  
25 Groom filed a Certificate of No Objection with respect to the Second Consolidated Monthly Fee Statement on  
26 December 30, 2019 [Dkt. No. 5225]. Groom had previously numbered its Fee Statements for individual months and  
27 its Consolidated Fee Statements separately, but at the recommendation of the Fee Examiner now numbers all of its  
28 Fee Statements consecutively, regardless of whether the Fee Statement is for an individual month or is consolidated.  
Groom filed its Fourth Consolidated Fee Statement on February 2, 2020 [Dkt. No. 5843]. Groom filed a Certificate  
of No Objection with respect to its Fourth Consolidated Fee Statement on March 12, 2020 [Dkt. No. 6269]. Groom  
filed its First Interim Fee Application on March 13, 2020 [Dkt. No. 6283]. Groom filed its Fifth Consolidated Fee  
Statement on May 1, 2020 [Dkt. No. 7047]. Groom filed a Certificate of No Objection with respect to its Fifth  
Consolidated Fee Statement on May 21, 2020 [Dkt. No. 7456]. Groom filed its Sixth Consolidated Fee Statement  
on June 24, 2020 [Dkt. No. 8097]. Groom filed a Certificate of No Objection with respect to its Sixth Consolidated  
Fee Statement on July 14, 2020 [Dkt. No. 8394]. Groom filed its Seventh Consolidated Fee Statement on July 24,  
2020 [Dkt. No. 8518]. Groom filed a Certificate of No Objection with respect to its Seventh Consolidated Fee  
Statement on August 17, 2020 [Dkt. No. 8784].

1 Groom's fees not yet allowed (including the 20% holdback applicable to Groom's Eighth  
2 Monthly Fee Statement), as compensation for professional services rendered to the Debtors  
3 during the Final Fee Period. With respect to the Final Fee Period, no objections have been raised  
4 to Groom's previous Fee Applications. With respect to Groom's First Interim Fee Application,  
5 no objections were raised, though Groom reached a compromise with the Fee Examiner to  
6 reduce its fees by \$42,000.  
7  
8

### 9 JURISDICTION

10 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334.  
11 This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court  
12 pursuant to 28 U.S.C. §§ 1408 and 1409.  
13

### 14 BACKGROUND

15 On January 29, 2019 (the "**Petition Date**"), the Debtors commenced in this Court  
16 voluntary cases under Chapter 11 of the Bankruptcy Code. The Chapter 11 Cases are being  
17 jointly administered for procedural purposes only pursuant to Bankruptcy Rule 1015(b).  
18

19 On February 12, 2019, the United States Trustee (the "**U.S. Trustee**") appointed an  
20 Official Committee of Unsecured Creditors. On February 15, 2019, the U.S. Trustee appointed  
21 an Official Committee of Tort Claimants.  
22

23 On February 27, 2019, the Court entered the Interim Compensation Procedure Order,  
24 which generally sets forth the procedures for interim compensation and expense reimbursement  
25 for retained professionals.  
26  
27  
28

1 Additional information regarding the circumstances leading to the commencement of the  
2 Chapter 11 Cases and information regarding Debtors' business and capital structure are set forth  
3 in the *Amended Declaration of Jason P. Wells in Support of the First Day Motions and Related*  
4 *Relief* [Dkt No. 263].

## 5 6 **RETENTION OF GROOM**

7  
8 On April 17, 2019, the Debtors filed the *Application to Employ Groom Law Group,*  
9 *Chartered as Special Employee Benefits Counsel* [Dkt No. 1527] (the "**Retention Application**").

10 On June 10, 2019, the Court entered an order approving the Retention Application [Dkt  
11 No. 2469] (the "**Retention Order**"). A copy of the Retention Order is annexed hereto as  
12 **Exhibit F**. The Retention Order authorizes the Debtors to compensate and reimburse Groom in  
13 accordance with the Bankruptcy Code, the Bankruptcy Rules, the Fee Guidelines, and the  
14 Interim Compensation Order. The Retention Order also authorizes the Debtors to compensate  
15 Groom at its customary hourly rates for services rendered and to reimburse Groom for its actual  
16 and necessary expenses incurred, subject to application to this Court.  
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19 Specifically, the Retention Order authorizes Groom "to provide legal services to the  
20 Debtors with respect to legal issues related to their employee benefit plans, including, but not  
21 limited to, issues related to Debtors' employee benefit obligations under the Employee  
22 Retirement Income Security Act of 1974, as amended, the Internal Revenue Code of 1986, as  
23 amended, and the Bankruptcy Code" [Dkt No. 2469 ¶ 3].  
24  
25

## 26 **RELIEF REQUESTED**

27 By this Fee Application, Groom respectfully requests (1) allowance and payment of  
28 \$50,247.28 (80% of \$62,809.10) as compensation for professional services rendered to the

Debtors during the Monthly Fee Period, and (2) allowance and payment of \$466,358.20, representing 100% of Groom's fees not yet allowed (including the 20% holdback applicable to Groom's Eighth Monthly Fee Statement), as compensation for professional services rendered to the Debtors during the Final Fee Period.

**I. MONTHLY FEE PERIOD**

Groom provided legal services to Debtors related to five different matters during the Monthly Fee Period. The following Exhibits are attached herein to Groom's Eighth Monthly Fee Statement:

1. Matter A: Counseling re: Defined Benefit Plan

- a. Exhibit A-1 is the name of each professional who performed services for one or both of the Debtors in connection with these Chapter 11 cases during the Monthly Fee Period and the hourly rate and total fees for each professional.
- b. Exhibit A-2 is a summary of hours during the Monthly Fee Period by task.
- c. Exhibit A-3 is the detailed time entries for the Monthly Fee Period.

2. Matter B: Counseling re: Defined Contribution Plan

- a. Exhibit B-1 is the name of each professional who performed services for one or both of the Debtors in connection with these Chapter 11 cases during the Monthly Fee Period and the hourly rate and total fees for each professional.
- b. Exhibit B-2 is a summary of hours during the Monthly Fee Period by task.
- c. Exhibit B-3 is the detailed time entries for the Monthly Fee Period.

1 3. Matter C: Counseling re: Health and Welfare Plan

- 2 a. Exhibit C-1 is the name of each professional who performed services for one or  
3 both of the Debtors in connection with these Chapter 11 cases during the Monthly  
4 Fee Period and the hourly rate and total fees for each professional.  
5  
6 b. Exhibit C-2 is a summary of hours during the Monthly Fee Period by task.  
7  
8 c. Exhibit C-3 is the detailed time entries for the Monthly Fee Period.

9 4. Matter D: Counseling re: Bankruptcy Matter

- 10 a. Exhibit D-1 is the name of each professional who performed services for the  
11 Debtors in connection with these Chapter 11 cases during the Monthly Fee Period  
12 and the hourly rate and total fees for each professional.  
13  
14 b. Exhibit D-2 is a summary of hours during the Monthly Fee Period by task.  
15  
16 c. Exhibit D-3 is the detailed time entries for the Monthly Fee Period.

17 5. Matter E: Counseling re: Voluntary Disability Plan

- 18 a. Exhibit E-1 is the name of each professional who performed services for the  
19 Debtors in connection with these Chapter 11 cases during the Monthly Fee Period  
20 and the hourly rate and total fees for each professional.  
21  
22 b. Exhibit E-2 is a summary of hours during the Monthly Fee Period by task.  
23  
24 c. Exhibit E-3 is the detailed time entries for the Monthly Fee Period.

25 **II. FINAL FEE PERIOD**

26 Groom provided legal services to Debtors related to seven different matters during the  
27 Final Fee Period. The following Exhibits are attached herein to Groom's Final Fee Statement:  
28

1. Exhibit F: Order Approving Retention of Groom Law Group, Chartered



2. Exhibit G: Detailed Statement of Services Rendered
3. Exhibit H: Summary of Prior Fee Statements
4. Exhibit I: Compensation by Professional for The Final Period
5. Exhibit J: Customary and Comparable Compensation Disclosure
6. Exhibit K: Summary of Compensation Requested by Project Category
7. Exhibit L: Certification of David N. Levine in Support of Final Fee Application

Groom has been subject to a 20% holdback imposed by the Court on allowance of fees, the aggregate amount of which is \$262,691.21, \$93,271.64 of which represents the holdback amount on Groom's fees incurred since January 1, 2019, that have not yet been allowed. Groom respectfully requests the Court allow the payment to Groom of this holdback amount. Groom submits this Fee Application in accordance with the Interim Compensation Procedures Order and the Retention Order. All services for which Groom requests compensation were performed for the Debtors.

There is no agreement or understanding between Groom and any other person, other than members of the firm, for the sharing of compensation received for services rendered to the Debtors in these Chapter 11 Cases. Except with respect to payments received by Groom pursuant to the Interim Compensation Order, during the Final Period, Groom received no payment or promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application.

Prior to the Petition Date, the Debtors paid Groom certain amounts as an advance payment retainer totaling \$245,000 for professional services to be performed and expenses to be incurred in connection with its representation of Debtors and in preparation for the

1 commencement of the Chapter 11 Cases. The retainers has been fully used and the remaining  
2 balance is \$0. Groom has waived all replenishment rights under the retainer agreement.

3  
4 The fees charged by Groom in these Chapter 11 Cases are billed in accordance with  
5 Groom's existing billing rates and procedures in effect during the Final Period. The rates Groom  
6 charges for services rendered by professionals and paraprofessionals in these Chapter 11 Cases  
7 are generally the same rates Groom charges for professional and paraprofessional services  
8 rendered in comparable bankruptcy and non-bankruptcy related matters. Such fees are  
9 reasonable based on the customary compensation charged by comparably skilled practitioners in  
10 comparable bankruptcy and non-bankruptcy related matters in a competitive national legal  
11 market.  
12  
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14 A detailed statement of hours spent rendering professional services to the Debtors in  
15 support of Groom's request for compensation for fees incurred during the Application Period is  
16 annexed hereto as **Exhibit G**, which (1) identifies the professionals and paraprofessionals who  
17 rendered services in each matter; and (ii) describes each service such professionals and  
18 paraprofessionals performed. A summary of prior fee statements is annexed hereto as **Exhibit**  
19  
20 **H**. Compensation by professionals for the Final Period is annexed hereto as **Exhibit I**. A  
21 comparison of the aggregate blended hourly rates billed by Groom's attorneys on all matters  
22 during the preceding year and the blended hourly rates billed to the Debtors during the Final  
23 Period is annexed hereto as **Exhibit J**. A summary of compensation by Project Category is  
24 annexed hereto as **Exhibit K**. A certificate of Groom's compliance with the Fee Guidelines is  
25 annexed hereto as **Exhibit L**.  
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1 **BASIS FOR RELIEF**

2 In connection with the professional services rendered, Groom requests (1) allowance and  
3 payment of \$50,247.28 (80% of \$62,809.10) as compensation for professional services rendered  
4 to the Debtors during the Monthly Fee Period, and (2) allowance and payment of \$466,358.20,  
5 representing 100% of Groom's fees not yet allowed (including the 20% holdback applicable to  
6 Groom's Eighth Monthly Fee Statement), as compensation for professional services rendered to  
7 the Debtors during the Final Fee Period. Groom maintains computerized records of the time  
8 expended in the rendering of professional services required by the Debtors. These records are  
9 maintained in the ordinary course of Groom's business.  
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13 The professional services performed by Groom were necessary and appropriate to the  
14 administration of the Chapter 11 Cases and were in the best interests of the Debtors and the  
15 estates. Compensation for such services as requested is commensurate with the complexity,  
16 importance and nature of the issues and tasks involved.  
17

18 The professional services performed by Groom on behalf of the Debtors during the Final  
19 Fee Period required an aggregate expenditure of 1,877.70 recorded hours by Groom's partners,  
20 of counsel, associates, and paraprofessionals. Of the aggregate time expended, 1,215.30  
21 recorded hours were expended by Groom partners and of counsel; 578.40 recorded hours were  
22 expended by associates; and 84 recorded hours were expended by paraprofessionals and other  
23 non-legal staff of Groom.  
24  
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26 During the Final Fee Period, Groom billed the Debtors for time expended by attorneys  
27 based on hourly rates ranging from \$655 to \$1,055 per hour. Allowance of compensation in the  
28 amount requested would result in a blended hourly billing rate for attorneys of approximately

1 \$698.22 (based on 1,877.70 recorded hours for attorneys at Groom’s billing rates in effect at the  
2 time of the performance of services).

3  
4 Section 331 of the Bankruptcy Code provides for compensation of professionals and  
5 incorporates the substantive standards of section 330 to govern the Court’s award of such  
6 compensation. 11 U.S.C. § 331. Section 330 of the Bankruptcy Code provides that a Court may  
7 award a professional employed under section 327 of the Bankruptcy Code “reasonable  
8 compensation for actual, necessary services rendered [and] reimbursement for actual, necessary  
9 expenses.” 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such  
10 compensation and reimbursement:  
11  
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13 In determining the amount of reasonable compensation to be awarded to [a]  
14 professional person, the court shall consider the nature, the extent, and the value  
15 of such services, taking into account all relevant factors, including –

- 16 (A) the time spent on such services;
- 17 (B) the rates charged for such services;
- 18 (C) whether the services were necessary to the administration of, or beneficial  
19 at the time at which the service was rendered toward the completion of, a  
20 case under this title;
- 21 (D) whether the services were performed within a reasonable amount of time  
22 commensurate with the complexity, importance, and nature of the  
23 problem, issue, or task addressed;
- 24 (E) with respect to a professional person, whether the person is board certified  
25 or otherwise has demonstrated skill and experience in the bankruptcy  
26 field; and
- 27 (F) whether the compensation is reasonable based on the customary  
28 compensation charged by comparably skilled practitioners in cases other  
than cases under this title.

*Id.* § 330(a)(3).

1 Groom respectfully submits that the services for which it seeks compensation in this  
2 Application were necessary for and beneficial to the preservation and maximization of value for  
3 all stakeholders and to the orderly administration of the Chapter 11 Cases. Groom further  
4 submits that the services were performed economically, effectively, and efficiently. Groom  
5 further submits that the compensation requested herein is reasonable in light of the nature, extent,  
6 and value of such services to the Debtors. Further, in accordance with the factors enumerated in  
7 section 330 of the Bankruptcy Code, the amount of the fees requested is fair and reasonable  
8 given: (i) the complexity of these cases; (ii) the time expended; (iii) the nature and extent of the  
9 services rendered; (iv) the value of such services; and (v) the costs of comparable services other  
10 than in a case under the Bankruptcy Code. Accordingly, the approval of the compensation  
11 sought herein is warranted.  
12

13  
14 In accordance with the Interim Compensation Procedures Order, responses or objections  
15 to this Fee Application, if any, must be filed and served on or before the 21st day (or the next  
16 business day if such day is not a business day) following the date the Fee Application is served  
17 with this Court (the “**Objection Deadline**”).  
18

19  
20 Upon expiration of the Objection Deadline, the Applicant shall file a certificate of no  
21 objection with the Court, after which the Debtors are authorized and directed to pay the  
22 Applicant an amount equal to 100% of the fees and expenses requested in this Fee Application  
23 (which includes the 20% holdback applicable to Groom’s Eighth Monthly Fee Statement). If an  
24 objection is properly filed, the Debtors shall be authorized and directed to pay the Applicant the  
25 amounts not subject to objection, and the Applicant will forgo payment of any amounts subject  
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1 to objection until the hearing to consider final fee applications, at which time the Court will  
2 adjudicate any unresolved objections.

3  
4 **NOTICE**

5 Notice of this Application has been provided to parties in interest in accordance with the  
6 procedures set forth in the Interim Compensation Order. Groom submits that, in view of the  
7 facts and circumstances, such notice is sufficient and no other or further notice need be provided.  
8

9 **CONCLUSION**

10 Groom respectfully requests that the Court (i) award of \$50,247.28 (80% of \$62,809.10)  
11 as compensation for professional services rendered to the Debtors during the Monthly Fee Period  
12 (including the 20% holdback); (ii) award a final allowance of Groom's compensation for  
13 professional services rendered during the Final Period in the amount of \$466,358.20,  
14 representing 100% of fees incurred during the Final Period not yet allowed; (iii) direct payment  
15 by the Debtors of the difference between the amounts allowed and any amounts previously paid  
16 by the Debtors pursuant to the Interim Compensation Order; and (iv) grant such other and further  
17 relief as is just.  
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23 Dated: August 30, 2020

GROOM LAW GROUP, CHARTERED

24 By: /s/ Katherine B. Kohn  
25 *Special Counsel for Debtors and*  
26 *Debtors in Possession*  
27  
28

**Notice Parties**

PG&E Corporation  
c/o Pacific Gas & Electric Company  
77 Beale Street  
San Francisco, CA 94105  
Attn: Janet Loduca, Esq.

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Stephen Karotkin, Esq.  
Rachael Foust, Esq.

Keller & Benvenuto LLP  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Attn: Tobias S. Keller, Esq.,  
Jane Kim, Esq.

The Office of the United States Trustee for Region 17  
450 Golden Gate Avenue, 5th Floor, Suite #05-0153  
San Francisco, CA 94102  
Attn: James L. Snyder, Esq.,  
Timothy Laffredi, Esq.

Milbank LLP  
55 Hudson Yards  
New York, NY 10001-2163  
Attn: Dennis F. Dunne, Esq.,  
Sam A. Khalil, Esq.

Milbank LLP  
2029 Century Park East, 33rd Floor  
Los Angeles, CA 90067  
Attn: Paul S. Aronzon, Esq.,  
Gregory A. Bray, Esq.,  
Thomas R. Kreller, Esq.

Baker & Hostetler LLP  
11601 Wilshire Boulevard, Suite 1400  
Los Angeles, CA 90025-0509  
Attn: Eric Sagerman, Esq.,  
Cecily Dumas, Esq.

1 Bruce Markell  
2 Fee Examiner  
3 Northwestern University Pritzker School of Law  
4 375 East Chicago Avenue  
5 Chicago, IL 60611-3069  
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**EXHIBIT A-1**

**COMPENSATION BY PROFESSIONAL**  
**JUNE 1, 2020, THROUGH JULY 1, 2020**

The attorneys and paraprofessionals who rendered professional services to one or more of the Debtors relating to the Defined Benefit Plan during the Monthly Fee Period are:

<b>Names of Partners and Counsel</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
David Levine	1998	\$860	0.8	\$688.00
Jeff Witt	1999	\$751	1.9	\$1,426.90
<b><i>Total Partners and Counsel</i></b>			<b><i>2.7</i></b>	<b><i>\$2,114.90</i></b>

<b>Names of Associates</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
David Ashner	2014	\$556	0.50	\$278.00
Stacey Bradford	1996	\$637	0.70	\$445.90
<b><i>Total Associates</i></b>			<b><i>1.20</i></b>	<b><i>\$723.90</i></b>

<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$783.30	<b><i>2.7</i></b>	<b><i>\$2,114.90</i></b>
Associates	\$603.25	<b><i>1.2</i></b>	<b><i>\$723.90</i></b>
Blended Attorney Rate	\$727.90		
<b><i>Total Fees Incurred</i></b>		<b><i>3.9</i></b>	<b><i>\$2,838.80</i></b>

**EXHIBIT A-2**

**COMPENSATION BY WORK TASK CODE FOR SERVICES  
RENDERED ON MATTER DURING MONTHLY FEE PERIOD**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
C200	Researching Law	<i>3.9</i>	<i>\$2,838.80</i>

**EXHIBIT A-3**

**ITEMIZED SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>	<b>Amount</b>
6/3/2020	ASHNER	0.20	C200	Draft/revise response to R. Reilly re: Principal transition agreement	\$111.20
6/3/2020	ASHNER	0.30	C200	Review/analyze WF service continuity agreement and prior edits / open items.	\$166.80
6/1/2020	BRADFORD	0.50	C200	Review amendments to be adopted at June 6th EBC meeting.	\$318.50
6/15/2020	BRADFORD	0.20	C200	Exchange emails with R. Reilly regarding representation regarding transactions with parties-in-interest.	\$127.40
6/3/2020	LEVINE	0.50	C200	Review updated service continuity agreements.	\$430.00
7/1/2020	LEVINE	0.3	C200	Review PBGC response and PIP.	\$258.00
6/4/2020	WITT	0.70	C200	Analyze 409A penalty calculation.	\$525.70
6/5/2020	WITT	1.2	C200	Prepare spreadsheet to estimate 409A penalty taxes.	\$901.20
<b>GRAND TOTAL</b>					<b>\$2,838.80</b>

**EXHIBIT B-1**

**COMPENSATION BY PROFESSIONAL**  
**JUNE 1, 2020, THROUGH JULY 31, 2020**

The attorneys and paraprofessionals who rendered professional services to one or both of the Debtors relating to the Debtors' Defined Contribution Plan during the Monthly Fee Period are:

<b>Name of Partners and Counsel</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Allison Itami	2009	\$713.00	2.0	\$1,426.00
David Levine	1998	\$860.00	3.0	\$2,580.00
Richard Matta	1982	\$917.00	0.5	\$458.5

<b>Names of Associates</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Stacey Bradford	1996	\$637.00	2.4	\$1,528.80
Michael Cook	2017	\$413.00	5.9	\$2,436.70
Arsalan Malik	2015	\$504.00	4.0	\$2,016

<b>Name of Paraprofessionals</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andi Shahinllari	--	\$214.00	0.8	\$171.20

<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$811.73	5.5	\$4,464.50
Associates	\$486.30	12.3	\$5,981.50
Blended Attorney Rate	\$586.85		
<b><i>Total Fees Incurred</i></b>		<b><i>18.6</i></b>	<b><i>10,617.20</i></b>

**EXHIBIT B-2**

**COMPENSATION BY WORK TASK CODE FOR SERVICES  
RENDERED ON MATTER DURING THE FEE PERIOD**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
C200	Researching Law	<i>18.6</i>	<i>\$10,617.20</i>

**EXHIBIT B-3**

**ITEMIZED SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>	<b>Amount</b>
6/2/2020	BRADFORD	0.5	C200	Review and analyze 415 definition of compensation and options for amending.	318.5
6/8/2020	BRADFORD	0.6	C200	Review draft amendment concerning transfer of accounts between plans.	382.2
6/11/2020	BRADFORD	0.7	C200	Review draft letter regarding bankruptcy claims regarding benefit programs.	445.9
6/24/2020	BRADFORD	0.6	C200	Review loan provisions in Fidelity administration manual and spousal consent requirement for specific groups.	382.2
6/1/2020	COOK	4.5	C200	Review, draft, and revise plan-to-plan transfer amendment for EBC meeting.	1,858.50
6/2/2020	COOK	1.4	C200	Finalize draft transfer amendments for EBC consideration.	578.2
6/18/2020	ITAMI	2	C200	Review question regarding insider trading limitation.	1,426.00
6/3/2020	LEVINE	0.2	C200	Review Jander follow-up.	172
6/7/2020	LEVINE	0.2	C200	Follow-up re: outside broker inquiries.	172
6/14/2020	LEVINE	0.6	C200	Review and comment on rep letter responses.	516
6/15/2020	LEVINE	0.2	C200	Review and follow-up re: audit letter.	172
6/18/2020	LEVINE	0.5	C200	Follow-up on 401(k) investment question from R. Reilly.	430
6/22/2020	LEVINE	0.3	C200	Jander case follow-up.	258
6/24/2020	LEVINE	0.2	C200	Follow-up on loans and spousal consent.	172

6/25/2020	LEVINE	0.3	C200	Review plan to plan transfer analysis.	258
6/26/2020	LEVINE	0.3	C200	Review and follow-up re: Fidelity disclosure question.	258
6/29/2020	LEVINE	0.2	C200	Review company stock write-up.	172
6/3/2020	MALIK	0.2	C200	Finalize and send summary of Jander remand briefs to R. Reilly.	100.8
6/3/2020	MALIK	2.8	C200	Review/analyze filings for Jander v. IBM remand and draft summary re: same to client.	1,411.20
6/29/2020	MALIK	1	C200	Review/analyze stock drop litigation developments and draft email to client re: same.	504
6/18/2020	MATTA	0.5	C200	Review/analyze question re: employer stock in index funds.	458.5
6/18/2020	SHAHINLLARI	0.8	C200	Review and analyze the audit letter for PG&E Corporation Retirement Savings Plan and PG&E Corporation.	171.2
<b>GRAND TOTAL</b>					<b>\$10,617.2</b>

**EXHIBIT C-1**

**COMPENSATION BY PROFESSIONAL**  
**JUNE 1, 2020, THROUGH JULY 1, 2020**

The attorneys and paraprofessionals who rendered professional services to one or both of the Debtors related to Health and Welfare Plans during the Monthly Fee Period are:

<b>Name of Partners and Counsel</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
David Levine	1998	\$860.00	0.6	\$516.00
Allison Ullman	2008	\$755.00	2.3	\$1,736.50

<b>Names of Associates</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Hoffmann-Richards	2007	\$504.00	0.8	\$403.20
Nancy McTyre (Legal Consultant)	2010	\$675.00	3.4	\$2,295.00

<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$776.72	2.9	\$2,252.50
Associates	\$642.43	4.2	\$2,698.20
Blended Attorney Rate	\$697.28		
<b>Total Fees Incurred</b>		<b>7.1</b>	<b>\$4,950.70</b>



**EXHIBIT C-2**

**COMPENSATION BY WORK TASK CODE FOR SERVICES  
RENDERED DURING THE MONTHLY FEE PERIOD**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
C200	Researching Law	7.1	\$4,950.70

**EXHIBIT C-3**

**ITEMIZED SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>	<b>Amount</b>
6/22/2020	HOFFMANN-RICHARDS	0.8	C200	Internal discussion re: D. T. appeal.	403.2
6/22/2020	LEVINE	0.2	C200	D.T. follow-up.	172
6/23/2020	LEVINE	0.2	C200	D.T. follow-up.	172
6/29/2020	LEVINE	0.2	C200	Review document production follow-up.	172
6/22/2020	MCTYRE	1.9	C200	Analyze D. T. document request and draft response to same.	1,282.50
6/23/2020	MCTYRE	0.2	C200	Analyze D. T. document request.	135
6/25/2020	MCTYRE	0.3	C200	Analyze D. T. document request.	202.5
6/26/2020	MCTYRE	0.5	C200	Analyze D. T. document request.	337.5
6/27/2020	MCTYRE	0.4	C200	Draft note to R. Reilly requesting documents to respond to D. T. document request.	270
6/28/2020	MCTYRE	0.1	C200	Communicate with client re: requesting documents to respond to D. T. document request.	67.5
6/22/2020	ULLMAN	0.5	C200	Follow up on D. T. document request.	377.5
6/23/2020	ULLMAN	0.4	C200	Review D.T. document production.	302
6/23/2020	ULLMAN	0.2	C200	Review/analysis re: record retention.	151
6/25/2020	ULLMAN	0.5	C200	Review draft D.T. document production.	377.5
6/26/2020	ULLMAN	0.4	C200	Follow up on D.T. production.	302
6/28/2020	ULLMAN	0.2	C200	Follow up on D. T. document production.	151
7/1/2020	ULLMAN	0.1	C200	Review/respond to email from R. Reilly re: DT production.	75.5

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<b>GRAND TOTAL</b>	<b>\$4,950.70</b>
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**EXHIBIT D-1**

**COMPENSATION BY PROFESSIONAL**  
**JUNE 1, 2020, THROUGH JULY 1, 2020**

The attorneys and paraprofessionals who rendered professional services to the Debtors in connection with benefits issues related to bankruptcy (2018 Wildfires) during the Monthly Fee Period are:

<b>Name of Partners and Counsel</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Allie Itami	2009	\$713	1.0	\$713.00
Katherine Kohn	2009	\$708	17.7	\$12,531.60
David Levine	1998	\$860	21.3	\$18,318
Allison Ullman	2008	\$755.00	0.2	\$151.00

<b>Names of Associates</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Arsalan Malik	2015	\$504.00	2.50	\$1,260.00
Ross McSweeney	2012	\$637.00	15.1	\$9,618.70

<b>Names of Paraprofessionals</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Andi Shahinllari	--	\$214.00	7.4	\$1,583.60

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<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$788.90	40.2	\$31,713.60
Associates	\$618.11	17.6	\$10,878.70
Paraprofessionals	\$214.00	7.4	\$1,583.60

Blended Attorney Rate	\$736.89		
<b><i>Total Fees Incurred</i></b>		<b><i>57.8</i></b>	<b><i>\$42,592.30</i></b>

**EXHIBIT D-2**

**COMPENSATION BY WORK TASK CODE FOR SERVICES  
RENDERED ON MATTER DURING THE MONTHLY FEE PERIOD**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
C200	Researching Law	<i>228.60</i>	<i>\$165,067.00</i>

**EXHIBIT D-3**

**ITEMIZED SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>	<b>Amount</b>
6/2/2020	ITAMI	1	C200	Revise memo regarding claims discharged in bankruptcy.	713
6/1/2020	KOHN	0.7	C200	Analyze excessive research and time, dispersed work, and other fee examiner issues.	495.6
6/4/2020	KOHN	1.1	C200	Attend confirmation hearing re: PBGC objection and fiduciary issues.	778.8
6/4/2020	KOHN	0.2	C200	Analyze PBGC confirmation issues.	141.6
6/4/2020	KOHN	0.2	C200	Analyze and respond to R. Reilly's question regarding PBGC.	141.6
6/5/2020	KOHN	2.4	C200	Attend confirmation hearing regarding PBGC and plan fiduciary issues.	1,699.20
6/8/2020	KOHN	1.8	C200	Attend confirmation hearing regarding PBGC and fiduciary/rights offering issues.	1,274.40
6/8/2020	KOHN	0.2	C200	Analyze issues re: vague entries in fee applications.	141.6
6/9/2020	KOHN	1.3	C200	Analyze issues re: PBGC statutory authority.	920.4
6/9/2020	KOHN	0.8	C200	Follow up with PBGC re: PBGC requests.	566.4
6/9/2020	KOHN	0.5	C200	Review response to fee examiner.	354
6/9/2020	KOHN	0	C200	Correspond with PBGC re: PBGC requests and follow-up with client re: same.	0
6/9/2020	KOHN	0.3	C200	Follow up with client re: PBGC.	212.4

6/9/2020	KOHN	0.3	C200	Call with PBGC regarding PBGC requests and communications processes.	212.4
6/9/2020	KOHN	0.7	C200	Call with R. Reilly regarding PBGC requests and communications processes and other follow-up from PBGC call.	495.6
6/10/2020	KOHN	0.1	C200	Analyze issues re: fee examiner response.	70.8
6/11/2020	KOHN	0.3	C200	Review and revise draft letter to benefits participants dismissing claims.	212.4
6/12/2020	KOHN	0.7	C200	Attend weekly benefits call.	495.6
6/15/2020	KOHN	1.5	C200	Call with PBGC regarding outstanding defined benefit plan issues and follow-up with client re: same.	1,062.00
6/15/2020	KOHN	0.5	C200	Call with R. Reilly and T. Huntley regarding PBGC issues.	354
6/19/2020	KOHN	0.1	C200	Analyze benefits claims issues.	70.8
6/19/2020	KOHN	0.5	C200	Call with client and AlixPartners re: benefit claims.	354
6/19/2020	KOHN	0.4	C200	Review/revise fee application.	283.2
6/22/2020	KOHN	0.3	C200	Review May monthly fee application entries.	212.4
6/22/2020	KOHN	0.6	C200	Review/revise monthly fee application and respond to Alix Partners requests re: fees for emergence.	424.8
6/26/2020	KOHN	0.3	C200	Attend weekly benefits meeting.	212.4
6/29/2020	KOHN	0.9	C200	Call with T. Huntley and R. Reilly re: PBGC offer.	637.2



6/29/2020	KOHN	1	C200	Analyze PBGC email proposal and draft response.	708
6/1/2020	LEVINE	0.8	C200	Review itinerant billing for call with examiner.	688
6/2/2020	LEVINE	0.3	C200	Follow-up on PBGC response.	258
6/2/2020	LEVINE	0.8	C200	Follow-up on company stock and right offerings matters.	688
6/3/2020	LEVINE	0.2	C200	Review benefit plan bankruptcy claims.	172
6/3/2020	LEVINE	0.4	C200	Review and follow-up re: questions re: post-bankruptcy liabilities under plan.	344
6/3/2020	LEVINE	0.3	C200	Review PBGC follow-up.	258
6/3/2020	LEVINE	0.2	C200	Stock rights and DOL follow-up.	172
6/4/2020	LEVINE	0.2	C200	Follow-up on impact of bankruptcy claims.	172
6/4/2020	LEVINE	0.5	C200	Follow-up on bankruptcy emergency impact on plans question.	430
6/4/2020	LEVINE	0.2	C200	PG&E follow-up.	172
6/5/2020	LEVINE	1.5	C200	Review PBGC testimony/POR position statements.	1,290.00
6/5/2020	LEVINE	0.7	C200	Analysis and follow-up re: PBGC requests/testimony.	602
6/7/2020	LEVINE	0.3	C200	Review issues for implementing rights offerings.	258
6/7/2020	LEVINE	0.3	C200	Draft response language for qualified plan claims.	258
6/8/2020	LEVINE	1	C200	Review bankruptcy hearing for rights offering impact.	860
6/9/2020	LEVINE	0.2	C200	Review PBGC follow-up.	172
6/9/2020	LEVINE	0.3	C200	Analyze early warning process.	258
6/9/2020	LEVINE	1.2	C200	Prepare for PBGC call and follow-up from call.	1,032.00

6/9/2020	LEVINE	2.1	C200	Follow-up on PBGC funding request items and review with client.	1,806.00
6/11/2020	LEVINE	0.2	C200	Review and follow-up re: bankruptcy claim question from J. Redmond.	172
6/11/2020	LEVINE	0.3	C200	Review bankruptcy claim letter template.	258
6/12/2020	LEVINE	0.5	C200	Review and analyze open claim letter items.	430
6/12/2020	LEVINE	0.2	C200	Review for PBGC call.	172
6/14/2020	LEVINE	0.4	C200	Correspondence with client re: PBGC strategy.	344
6/15/2020	LEVINE	2.9	C200	Review and prep for call with PBGC and call with PBGC.	2,494.00
6/18/2020	LEVINE	0.3	C200	Review and follow-up on PBGC claims.	258
6/18/2020	LEVINE	0.4	C200	Review claims items for post-emergence questions.	344
6/19/2020	LEVINE	0.6	C200	Attention to bankruptcy exit items and follow-up.	516
6/19/2020	LEVINE	0.3	C200	Review updated fee application.	258
6/21/2020	LEVINE	0.2	C200	Fee application follow-up.	172
6/22/2020	LEVINE	0.3	C200	Bankruptcy billing follow-up.	258
6/23/2020	LEVINE	0.4	C200	Follow-up re: fee application and follow-up.	344
6/24/2020	LEVINE	0.7	C200	Review pension, SERP and other emergence items and follow-up with R. Reilly.	602
6/26/2020	LEVINE	0.2	C200	Weekly status call with client re: emergence items.	172
6/26/2020	LEVINE	0.3	C200	Follow-up on plan terms and bankruptcy/Fidelity disclosure.	258
6/27/2020	LEVINE	0.5	C200	Review fee application materials.	430
6/29/2020	LEVINE	1.1	C200	Review and attention to strategy re: PBGC proposals/inquiry.	946

6/2/2020	MALIK	2.5	C200	Draft memo re: bankruptcy discharge with respect to EBC and plans.	1,260.00
6/1/2020	MCSWEENEY	1.1	C200	Call re: fee examiner's analysis re: blocking billing.	700.7
6/4/2020	MCSWEENEY	0.8	C200	Attend bankruptcy court confirmation hearing.	509.6
6/5/2020	MCSWEENEY	2.4	C200	Attend bankruptcy court confirmation hearing.	1,528.80
6/8/2020	MCSWEENEY	4.8	C200	Review Fee Examiner's initial report of first interim fee application and prepare response to same.	3,057.60
6/8/2020	MCSWEENEY	0.5	C200	Attend bankruptcy court confirmation hearing.	318.5
6/9/2020	MCSWEENEY	4.9	C200	Draft response to Fee Examiner's Initial Report.	3,121.30
6/10/2020	MCSWEENEY	0.6	C200	Draft response to Fee Examiner's Initial Report.	382.2
6/1/2020	SHAHINLLARI	0.7	C200	Discussing Fee Examiner's Initial report regarding First Interim Fee Application.	149.8
6/15/2020	SHAHINLLARI	1.4	C200	Draft and revise the sixth monthly fee application.	299.6
6/16/2020	SHAHINLLARI	3.2	C200	Draft and revise the sixth monthly fee application.	684.8
6/23/2020	SHAHINLLARI	0.8	C200	Update and revise the Sixth Fee Application for Compensation.	171.2
6/24/2020	SHAHINLLARI	0.6	C200	Review and electronically file with the Court the Sixth Fee Application for Compensation.	128.4
6/29/2020	SHAHINLLARI	0.7	C200	Preparing the final Court filing, Ledes files, attorney bios and emailing to the Fee Examiner.	149.8
6/22/2020	ULLMAN	0.2	C200	Follow up on professional fees through emergence.	151
<b>GRAND TOTAL</b>					<b>\$44,175.90</b>

**EXHIBIT E-1**

**COMPENSATION BY PROFESSIONAL**  
**JUNE 1, 2020, THROUGH JULY 1, 2020**

The attorneys and paraprofessionals who rendered professional services to the debtors relating to the Voluntary Disability Plan during the Monthly Fee Period are:

<b>Names of Partners and Counsel</b>	<b>Year Admitted</b>	<b>Hourly Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Allison Ullman	2008	\$755	0.30	\$226.50
<b><i>Total Partners and Counsel</i></b>			<b><i>0.30</i></b>	<b><i>\$226.50</i></b>

<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$755	0.30	\$226.50
<b><i>Total Fees Incurred</i></b>		<b><i>0.30</i></b>	<b><i>\$226.50</i></b>

**EXHIBIT E-2**

**COMPENSATION BY WORK TASK CODE FOR SERVICES  
RENDERED ON MATTER DURING MONTHLY FEE PERIOD**

<b>Task Code</b>	<b>Description</b>	<b>Hours</b>	<b>Amount</b>
C200	Researching Law	<i>0.30</i>	<i>\$226.50</i>

**EXHIBIT E-3**

**ITEMIZED SERVICES**

<b>Date</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Task</b>	<b>Narrative</b>	<b>Amount</b>
6/1/2020	ULLMAN	0.2	C200	Follow up on final VP document.	151
6/4/2020	ULLMAN	0.1	C200	Review email from R. Reilly re: EDD verification.	75.5
<b>GRAND TOTAL</b>					<b>\$226.50</b>

**EXHIBIT F**

**Order Approving Retention of Groom Law Group, Chartered**

**See Attachment.**

**EXHIBIT G**

**Detailed Statement of Services Rendered**

**See Attachment.**



**Exhibit H**  
**SUMMARY OF PRIOR FEE STATEMENTS**

Date Filed & Dkt No.	Period	Total Fees and Expenses Incurred		Total Amount Requested in Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees
		Fees	Expenses	Fees (@ 80%)	Expense s	Fees (@ 80%)	Expenses	Fees (@ 20%)
9/27/19 Dkt No. 4031	1/29/19-7/31/19	\$598,381.80	\$163.46	\$478,705.44	\$163.46	\$478,705.44	\$163.46	\$119,709.05
12/2/19 Dkt No. 4936	8/1/19-8/31/19	\$63,022.50	--	\$50,418.00	--	\$50,418.00	--	\$12,604.50
12/8/19 Dkt No. 5022	9/1/19-10/31/19	\$130,150.10	\$620.00	\$104,120.08	\$620.00	\$104,120.08	\$620.00	\$26,030.02
2/20/20 Dkt No. 5843	11/1/19-12/31/19	\$55,380.00	--	\$44,304.00	--	\$0.00	--	\$11,076.00
<b>TOTAL</b>		<b>\$846,934.40</b>	<b>\$783.46</b>	<b>\$677,547.52</b>	<b>\$783.46</b>	<b>\$633,243.52</b>	<b>\$783.46</b>	<b>\$169,419.57</b>

**First Interim Fee Application Approved July 31, 2020:** Pursuant to agreement with the Fee Examiner, Dkt. No. 8329, Groom reduced its fee claim by \$42,000 to \$804,934.40.

Date Filed & Dkt No.	Period	Total Fees and Expenses Incurred		Total Amount Requested in Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees
		Fees	Expenses	Fees (@ 80%)	Expense s	Fees (@ 80%)	Expenses	Fees (@ 20%)
5/1/20 Dkt No. 7047	1/1/20-2/29/20	\$73,595.50	--	\$58,876.40	--	\$58,876.40	--	\$14,719.10
6/24/20 Dkt No. 8089	3/1/20-3/31/20	\$104,944.40	--	\$83,955.52	--	\$0	--	\$20,988.88
07/24/20 Dkt No. 8518	4/1/20-5/31/20	\$225,009.20	--	\$180,007.36	--	\$0	--	\$45,001.84
--	6/1/20-7/1/20	\$62,809.10	--	\$50,247.28	--	\$0	--	\$12,561.82
<b>TOTAL</b>		<b>\$466,358.20</b>	<b>--</b>	<b>\$373,086.56</b>	<b>--</b>	<b>\$58,876.40</b>	<b>--</b>	<b>\$93,271.64</b>

**Summary of Any Objections to Monthly Fee Statements:** None

**Compensation and Expenses Sought in this Application Not Yet Paid:** \$407,481.80

**Exhibit I**  
**COMPENSATION BY PROFESSIONAL**  
**FOR THE FINAL PERIOD**

The attorneys and paraprofessionals who rendered services in these Chapter 11 Cases during the Final Fee Period are:

**Defined Benefit Plan**

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
<b>Partners and Of Counsel</b>					
Alvaro Anillo	Attorney	1992	\$898	1.5	\$1,347.00
Kimberly Boberg	Attorney	2009	\$708	10.6	\$7,504.80
Jim Cole II	Attorney	1996	\$751	0.3	\$225.30
Michael Del Conte	Attorney	2008	\$713	0.3	\$213.90
Elizabeth Dold	Attorney	1994	\$898	0.5	\$449.00
William Fogleman	Attorney	2011	\$675	17.8	\$12,015.00
Daniel Hogans	Attorney	1993	\$836	2.0	\$1,672.00
Allison Itami	Attorney	2009	\$713	1.0	\$713.00
Katie Kohn	Attorney	2009	\$708	7.8	\$5,522.40
David Levine	Attorney	1998	\$860	50.8	\$43,688.00
Lou Mazawey	Attorney	1975	\$1,055	0.3	\$316.50
Michael Prame	Attorney	1994	\$860	0.4	\$344.00
Allison Ullman	Attorney	2008	\$755	0.7	\$528.50
Kevin Walsh	Attorney	2009	\$708	2.7	\$1,911.60
Brigen Winters	Attorney	1994	\$860	11.6	\$9,976.00
Jeff Witt	Attorney	1999	\$751	2.2	\$1,652.20
Rose Zaklad	Attorney	2006	\$732	0.5	\$366.00
<b>Associates</b>					
David Ashner	Attorney	2014	\$556	4.3	\$2,390.80
Stacey Bradford	Attorney	1996	\$637	43.7	\$27,836.90
Mark Carolan	Attorney	2010	\$675	18.7	\$12,622.50
Micheal Cook	Attorney	2017	\$417	1.2	\$500.40
Zach Isenhour	Attorney	2019	\$413	0.5	\$206.50
Arsalan Malik	Attorney	2015	\$504	8.1	\$4,082.40
Nancy Mctyre	Attorney	2010	\$675	33.4	\$22,545.00

Paraprofessionals					
Amy Latalladi-Fulton	Paraprofessional		\$328	1.5	\$492.00
Andi Shahinllari	Paraprofessional		\$214	0.4	\$85.60
Josh Shapiro	Paraprofessional		\$751	8.1	\$6,083.10
<b>Grand Total</b>				<b>230.9</b>	<b>\$165,290.40</b>

#### Defined Contribution Plan

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
Partners and Of Counsel					
Katie Amin	Attorney	2009	\$713	0.1	\$71.30
Michael Del Conte	Attorney	2008	\$713	4.3	\$3,065.90
Elizabeth Dold	Attorney	1994	\$898	0.3	\$269.40
Ellen Goodwin	Attorney	1999	\$751	1.6	\$1,201.60
Allison Itami	Attorney	2009	\$713	50.6	\$36,077.80
Katie Kohn	Attorney	2009	\$708	0.2	\$141.60
Jason Lee	Attorney	2006	\$751	0.2	\$150.20
David Levine	Attorney	1998	\$860	31.8	\$27,348.00
Richard Matta	Attorney	1982	\$917	0.5	\$458.50
Alexander Ryan	Attorney	2001	\$732	9.7	\$7,100.40
Allison Ullman	Attorney	2008	\$755	2.1	\$1,585.50
Rose Zaklad	Attorney	2006	\$732	0.3	\$219.60
Associates					
David Ashner	Attorney	2014	\$556	45.3	\$25,186.80
John Barlow	Attorney	2015	\$561	6.8	\$3,814.80
Stacey Bradford	Attorney	1996	\$637	94.9	\$60,451.30
Micheal Cook	Attorney	2017	\$417	22.8	\$9,507.60
Arsalan Malik	Attorney	2015	\$504	22.2	\$11,188.80
Nancy Mctyre	Attorney	2010	\$675	6.9	\$4,657.50
Paraprofessionals					
Amy Latalladi-Fulton	Paraprofessional		\$328	1.1	\$360.80
Andi Shahinllari	Paraprofessional		\$214	1.5	\$321.00
<b>Grand Total</b>				<b>303.2</b>	<b>\$193,178.40</b>

## Health & Welfare

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
<b>Partners and Of Counsel</b>					
Katie Amin	Attorney	2009	\$713	4.7	\$3,351.10
Elizabeth Dold	Attorney	1994	\$898	1.6	\$1,436.80
Allison Itami	Attorney	2009	\$713	2.4	\$1,711.20
Michael Junk	Attorney	2001	\$812	0.9	\$730.80
Katherine Kamen	Attorney	1990	\$751	0.2	\$150.20
Christine Keller	Attorney	1996	\$812	1.5	\$1,218.00
Katie Kohn	Attorney	2009	\$708	0.6	\$424.80
David Levine	Attorney	1998	\$860	37	\$31,820.00
Rachel Levy	Attorney	2007	\$732	0.3	\$219.60
Mark Nielsen	Attorney	1997	\$812	1	\$812.00
Malcolm Slee	Attorney	2000	\$751	1.2	\$901.20
Christy Tinnes	Attorney	1998	\$812	4.3	\$3,491.60
Vivian Turner	Attorney	2005	\$732	0.5	\$366.00
Allison Ullman	Attorney	2008	\$755	136.8	\$103,284.00
Brigen Winters	Attorney	1994	\$860	9.6	\$8,256.00
Joel Wood	Attorney	2009	\$713	5.3	\$3,778.90
<b>Associates</b>					
Stacey Bradford	Attorney	1996	\$637	4.9	\$3,121.30
Zachary Hoffman-Richards	Attorney	2009	\$504	15.3	\$7,711.20
Nancy Mctyre	Attorney	2010	\$675	33.1	\$22,342.50
Arsalan Malik	Attorney	2015	\$504	4.1	\$2,066.40
<b>Paraprofessionals</b>					
Amy Latalladi-Fulton	Paraprofessional		\$328	5.6	\$1,836.80
<b>Grand Total</b>				<b>270.9</b>	<b>\$199,030.40</b>

## Executive Compensation

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
<b>Partners and Of Counsel</b>					
Elizabeth Dold	Attorney	1994	\$898	0.9	\$808.20
William Fogelman	Attorney	2011	\$675	7.5	\$5,062.50
Daniel Hogans	Attorney	1993	\$836	0.6	\$501.60

Jeff Witt	Attorney	1999	\$751	0.5	\$375.50
<b>Associates</b>					
Stacey Bradford	Attorney	1996	\$637	9.7	\$6,178.90
Kelly Geloneck	Attorney	2014	\$594	0.2	\$118.80
<b>Grand Total</b>				<b>11.3</b>	<b>\$7,481.40</b>

## 2018 Wildfires

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
<b>Partners and Of Counsel</b>					
Katie Amin	Attorney	2009	\$713	0.1	\$71.30
Jim Cole II	Attorney	1996	\$751	0.7	\$525.70
Michael Del Conte	Attorney	2008	\$713	5.7	\$4,064.10
William Fogleman	Attorney	2011	\$675	6.3	\$4,252.50
Daniel Hogans	Attorney	1993	\$836	2	\$1,672.00
Allison Itami	Attorney	2009	\$713	127.8	\$91,121.40
Katie Kohn	Attorney	2009	\$708	207.7	\$147,051.60
Jeffrey Kroh	Attorney	2001	\$751	0.3	\$225.30
David Levine	Attorney	1998	\$860	284.1	\$244,326.00
Mark Lofgren	Attorney	1992	\$898	1.8	\$1,616.40
Richard Matta	Attorney	1982	\$917	0.2	\$183.40
Edward Meehan	Attorney	1985	\$1,021	3	\$3,063.00
David Powell	Attorney	1982	\$931	0.6	\$558.60
George Sepsakos	Attorney	2009	\$713	0.3	\$213.90
Andree St. Martin	Attorney	1983	\$998	1.5	\$1,497.00
Allison Ullman	Attorney	2008	\$755	11.1	\$8,380.50
Kevin Walsh	Attorney	2009	\$708	34.9	\$24,709.20
Brigen Winters	Attorney	1994	\$860	0.4	\$344.00
Jeff Witt	Attorney	1999	\$751	0.2	\$150.20
Rose Zaklad	Attorney	2006	\$676	0.3	\$202.80
<b>Associates</b>					
David Ashner	Attorney	2014	\$556	3.3	\$1,834.80
Stacey Bradford	Attorney	1996	\$637	5.4	\$3,439.80
Mark Carolan	Attorney	2010	\$675	8	\$5,400.00
Charles Filips	Attorney	2019	\$413	7.2	\$2,973.60
Arsalan Malik	Attorney	2015	\$504	5.7	\$2,872.80

Scott Mayland	Attorney	2014	\$556	12.3	\$6,838.80
Ross McSweeney	Attorney	2012	\$637	108.4	\$69,050.80
Nancy McTyre	Attorney	2010	\$675	4.9	\$3,307.50
Anthony Onuoha	Attorney	2019	\$413	8.5	\$3,510.50
<b>Paraprofessionals</b>					
Julia Columbro	Paraprofessional		\$174	2.7	\$469.80
Amy Latalladi-Fulton	Paraprofessional		\$328	4.5	\$1,476.00
Andi Shahinllari	Paraprofessional		\$214	57.1	\$12,219.40
Josh Shapiro	Paraprofessional		\$751	0.3	\$225.30
Lindsey Stiles	Paraprofessional		\$190	1.2	\$228.00
<b>Grand Total</b>				<b>918.5</b>	<b>\$648,076.00</b>

## Project Falcon

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
<b>Partners and Of Counsel</b>					
Katie Kohn	Attorney	2009	\$708	2.3	\$1,628.40
David Levine	Attorney	1998	\$860	3.3	\$2,838.00
Allison Ullman	Attorney	2008	\$755	0.2	\$151.00
Jeff Witt	Attorney	1999	\$751	14.9	\$11,189.90
<b>Associates</b>					
Kelly Geloneck	Attorney	2014	\$594	2.9	\$1,722.60
<b>Grand Total</b>				<b>23.6</b>	<b>\$17,529.90</b>

## Voluntary Disability Plan

Timekeeper	Title	Year Admitted	Hourly Rate	Total Hours Billed	Total Compensation
<b>Partners and Of Counsel</b>					
Allison Itami	Attorney	2009	\$713	1	\$713.00
David Levine	Attorney	1998	\$860	11.3	\$9,718.00
Allison Ullman	Attorney	2008	\$755	63.2	\$47,716.00
<b>Associates</b>					
Stacey Bradford	Attorney	1996	\$637	0.2	\$127.40
Arsalan Malik	Attorney	2015	\$504	0.2	\$100.80
Ross McSweeney	Attorney	2012	\$637	2	\$1,274.00
Paul Rinefierd	Attorney	2013	\$556	7.9	\$4,392.40

Stephen Pennartz	Attorney	2017	\$413	6.8	\$2,808.40
Jessica Winslow	Attorney	2018	\$413	17	\$7,021.00
<b>Grand Total</b>				<b>109.6</b>	<b>\$73,871.00</b>

**Exhibit J**

**Customary and Comparable Compensation Disclosure**

<b>CATEGORY OF TIMEKEEPER</b> (using categories already maintained by the firm)	<b>BLENDED HOURLY RATE</b> <b>BILLED OR COLLECTED</b> Firm or offices for preceding year, excluding bankruptcy
Principals	\$718.33
Of Counsel	\$643.90
Associate	\$511.31
Paraprofessionals	\$232.06
<b>Grand Total</b>	<b>\$609.09</b>

<b>BLENDED HOURLY RATE</b>	
<b>Billed by Attorneys in 2019</b>	<b>Billed in this Application</b>
\$655	\$723.76

**1. Defined Benefit Plan**

<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$796.80	111	\$88,445.20
Associates	\$638.62	109.9	\$70,184.50
Paraprofessionals	\$666.07	10	\$6,660.70
Blended Attorney Rate	\$715.85		
<b>Total Fees Incurred</b>		<b>230.9</b>	<b>\$165,290.40</b>

**2. Defined Contribution Plan**

<b>Professionals</b>	<b>Blended Rate</b>	<b>Total Hours Billed</b>	<b>Total Compensation</b>
Partners and Counsel	\$763.91	101.7	\$77,689.80
Associates	\$577.21	198.9	\$114,806.80
Paraprofessionals	\$262.23	2.6	\$681.80
Blended Attorney Rate	\$637.13		
<b>Total Fees Incurred</b>		<b>303.2</b>	<b>\$193,178.40</b>



### 3. Health & Welfare

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Partners and Counsel	\$778.99	207.9	\$161,952.20
Associates	\$613.96	57.4	\$35,241.40
Paraprofessionals	\$328.00	5.6	\$1,836.80
Blended Attorney Rate	\$734.70		
<b>Total Fees Incurred</b>		<b>270.9</b>	<b>\$199,030.40</b>

### 4. Executive Compensation

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Partners and Counsel	710.29	9.5	\$6,747.80
Associates	636.25	11.5	\$7,316.90
Blended Attorney Rate			
<b>Total Fees Incurred</b>	<b>669.75</b>	<b>21</b>	<b>\$14,064.70</b>

### 5. 2018 Wildfires

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Partners and Counsel	\$775.37	689	\$534,228.90
Associates	\$606.16	163.7	\$99,228.60
Paraprofessionals	\$222.17	65.8	\$14,618.50
Blended Attorney Rate	\$705.58		
<b>Total Fees Incurred</b>		<b>918.5</b>	<b>\$648,076.00</b>

### 6. Project Falcon

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Partners and Counsel	\$763.64	20.7	\$15,807.30
Associates	\$594.00	2.9	\$1,722.60
Blended Attorney Rate	\$742.79		
<b>Total Fees Incurred</b>		<b>23.6</b>	<b>\$17,529.90</b>

1  
2  
3 **7. Voluntary Disability Plan**

4

Professionals	Blended Rate	Total Hours Billed	Total Compensation
Partners and Counsel	\$770.16	75.5	\$58,147.00
Associates	\$461.11	34.1	\$15,724.00
Blended Attorney Rate	\$674.01		
<b>Total Fees Incurred</b>		<b>109.6</b>	<b>\$73,871.00</b>

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Exhibit K

**Summary of Compensation Requested by Project Category**

**1. Defined Benefit Plan**

Task Code	Description	Hours	Amount
C200	Researching Law	230.9	\$165,290.40

**2. Defined Contribution Plan**

Task Code	Description	Hours	Amount
C200	Researching Law	303.2	\$193,178.40

**3. Health and Welfare**

Task Code	Description	Hours	Amount
C200	Researching Law	270.9	\$199,030.40

**4. Executive Compensation**

Task Code	Description	Hours	Amount
C200	Researching Law	21.0	\$14,064.70

**5. 2018 Wildfires**

Task Code	Description	Hours	Amount
C200	Researching Law	918.50	\$648,076.00

**6. Project Falcon**

Task Code	Description	Hours	Amount
C200	Researching Law	23.6	\$17,529.90

**7. Voluntary Disability Plan**

Task Code	Description	Hours	Amount
C200	Researching Law	109.60	\$73,871.00

1 **Exhibit L**

2 **Certification**

3 GROOM LAW GROUP, CHARTERED

4 David N. Levine, *pro hac vice*

5 dnl@groom.com

6 Katherine B. Kohn, *pro hac vice*

7 kkohn@groom.com

8 1701 Pennsylvania Ave. NW

9 Washington, D.C. 20006

10 Tel: (202) 857-0620

11 Fax: (202) 659-4503

12 *Special Counsel for Debtors*  
13 *and Debtors in Possession*

14 **UNITED STATES BANKRUPTCY COURT**  
15 **NORTHERN DISTRICT OF CALIFORNIA**  
16 **SAN FRANCISCO DIVISION**

17 **In re:**

Bankruptcy Case No. 19-30088 (DM)

18 **PG&E CORPORATION,**

Chapter 11

(Lead Case)

19 **- and -**

(Jointly Administered)

20 **PACIFIC GAS AND ELECTRIC**  
21 **COMPANY,**

**CERTIFICATION OF DAVID N.**  
**LEVINE IN SUPPORT FINAL FEE**  
**APPLICATION OF GROOM LAW**  
**GROUP, CHARTERED**

22 **Debtors.**

23 ☐ Affects PG&E Corporation

24 ☐ Affects Pacific Gas and Electric Company

25 ☒ Affects both Debtors

**Objection Deadline:** September 22, 2020 at  
4:00 p.m. (Pacific Time)

26 *\* All papers shall be filed in the Lead Case*  
27 *No. 19-30088 (DM).*

1 I, David N. Levine, hereby certify that:

2 1. I am a partner at the applicant firm, Groom Law Group, Chartered (“**Groom**”),  
3 and am involved in Groom’s representation of PG&E Corporation and Pacific Gas and Electric  
4 Company (collectively, the “**Debtors**”) in connection with the above-referenced chapter 11 cases  
5 (the “**Chapter 11 Cases**”). I am familiar with the Order Pursuant to 11 U.S.C. §§ 105(a) and  
6 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of  
7 Professionals [Docket No. 701] (the “**Interim Compensation Order**”), the Guidelines for  
8 Compensation and Expense Reimbursement of Professionals and Trustees for the Northern  
9 District of California, dated February 19, 2014 (the “**Local Guidelines**”), and the U.S. Trustee  
10 Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed  
11 under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013  
12 (the “**U.S. Trustee Guidelines**,” and, collectively, the “**Fee Guidelines**”).  
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17 2. This Certification is made in connection with Groom’s Final Fee Application,  
18 dated August 30, 2020 (the “**Application**”), for interim compensation and reimbursement of  
19 expenses for the period commencing January 29, 2019 (the “**Petition Date**”) through and  
20 including July 1, 2020 (the “**Final Period**”).  
21

22 3. Pursuant to the Local Guidelines, I certify that:

- 23 a. I have read the Application;  
24  
25 b. To the best of my knowledge, information, and belief formed after  
26 reasonable inquiry, the fees and disbursements sought fall within the Local  
27 Guidelines; and  
28 c. The fees and disbursements sought are billed at rates in accordance with  
those generally charged by Groom and generally accepted by Groom’s  
clients.

1           4.       I certify that the Debtors, counsel for each of the Official Committees and the  
2 U.S. Trustee are each being provided with a copy of the Application in accordance with the  
3 Interim Compensation Order.  
4

5           5.       Exhibit J to the Application compares the blended hourly rate billed by attorneys  
6 in Groom's Washington, D.C. office (its sole office) to all matters during the preceding year with  
7 the blended hourly rate billed by attorneys to the Debtors in connection with the Chapter 11  
8 Cases during the Compensation Period. Groom does not charge a premium for bankruptcy-  
9 related services as compared to other services.  
10

11           6.       Groom responds to the questions identified in the U.S. Trustee Guidelines as  
12 follows:  
13

14           **Question:** Did you agree to any variations from, or alternatives to, your standard  
15 or customary billing rates, fees or terms for services pertaining to this engagement  
16 that were provided during the application period? If so, please explain.

17           **Response:** No.

18           **Question:** If the fees sought in this fee application as compared to the fees  
19 budgeted for the time period covered by this fee application are higher by 10% or  
20 more, did you discuss the reasons for the variation with the client?

21           **Response:** N/A.

22           **Question:** Have any of the professionals included in this fee application varied  
23 their hourly rate based on the geographic location of the bankruptcy case?

24           **Response:** No.

25           **Question:** Does the fee application include time or fees related to reviewing or  
26 revising time records or preparing, reviewing, or revising invoices? (This is  
27 limited to work involved in preparing and editing billing records that would not  
28 be compensable outside of bankruptcy and does not include reasonable fees for  
preparing a fee application.). If so, please quantify by hours and fees.

**Response:** This Application includes time and fees related to reviewing or  
revising time records and preparing, reviewing or revising invoices, as well as

1 preparing the Retention Application and monthly fee statements. Approximately  
2 183 hours were spent on such work, generating approximately \$97,502.10 in fees  
3 sought in this Application. These fees include those described in response to the  
4 next question, and represent approximately 7% of the fees sought in this  
5 Application. Such fees are reasonable in light of the scope and complexity of  
6 Groom's work on behalf of the Debtors and are compensable in these Chapter 11  
7 Cases.

8 **Question:** Does this fee application include time or fees for reviewing time  
9 records to redact any privileged or other confidential information? If so, please  
10 quantify by hours and fees.

11 **Response:** Yes. Approximately 12.9 hours were spent on such work, generating  
12 approximately \$8,480.00 in fees sought in this Application. Such fees represent  
13 less than 1% of the aggregate fees sought in this Application.

14 **Question:** If the fee application includes any rate increases since retention:

- 15 i. Did your client review and approve those rate increases in  
16 advance?
- 17 ii. Did your client agree when retaining the law firm to accept all  
18 future rate increases? If not, did you inform your client that they  
19 need not agree to modified rates or terms in order to have you  
20 continue the representation, consistent with ABA Formal Ethics  
21 Opinion 11-458?

22 **Response:** The Application does not include any rate increases since the Court's  
23 approval of Groom's retention.

24 Dated: August 30, 2020

25 Washington, D.C.

26 /s/ David N. Levine  
27 David N. Levine  
28